

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT COURT OF MASSACHUSETTS**

IN RE PHARMACEUTICAL :  
INDUSTRY AVERAGE WHOLESALE : MDL No. 1456  
PRICE LITIGATION :  
THIS DOCUMENT RELATES TO : Civil Action: 01-CV-12257-PBS  
ALL ACTIONS. : Judge Patti B. Saris  
:

---

**NON-PARTY AMERISOURCEBERGEN CORPORATION'S MOTION FOR LEAVE  
TO FILE UNDER SEAL**

Non-party AmerisourceBergen Corporation ("ABC"), by and through its counsel, respectfully moves this Court for leave to file ABC's Response to MDL Plaintiffs' Motion to Compel and ABC's Supporting Memorandum of Law to its Response to MDL Plaintiffs' Motion to Compel under seal.

1. Pursuant to Paragraph 14 of the Protective Order (Dec. 13, 2002), the parties may designate documents "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL."
2. MDL Plaintiffs designated Exhibits 2 and 16 as deposition testimony designated as HIGHLY CONFIDENTIAL. MDL Plaintiffs have also cited to testimony in their Motion and/or Supporting Memorandum likewise designated as HIGHLY CONFIDENTIAL. In response to the contentions of MDL Plaintiffs, ABC referenced deposition testimony from both of those exhibits and cited to such testimony in its Response. Moreover, Exhibit 16 to Plaintiffs' Memorandum is also an exhibit in ABC's Response.

WHEREFORE, ABC respectfully requests that this Court grant them leave to file its Response herein, under seal, and all other relief that this Court deems just and proper.

Respectfully submitted,

Dated: January 31, 2006

By: /s/ Nathan R. Soucy  
Nathan R. Soucy (BBO # 660914)  
**COHN WHITESELL & GOLDBERG LLP**  
101 Arch Street, 16th Floor  
Boston, MA 02110  
(617) 951-2505  
(617) 951-0679 (facsimile)  
soucy@cwg11.com

Steven E. Bizar (PA I.D. No. 68316)  
Sloane S. Perras (PA I.D. No. 93152)  
Meredith Meyers LeConey (PA I.D. No 91087)  
**BUCHANAN INGERSOLL, P.C.**  
Eleven Penn Center  
1835 Market Street, 14th Floor  
Philadelphia, Pennsylvania 19103-2985  
(215) 665-8700  
(215) 665-8760 (facsimile)

Attorneys for Third-Party  
AmerisourceBergen Corp.,  
(Third-party to the underlying litigation)

**CERTIFICATE OF SERVICE**

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing on this 31st day of January, 2006.

/s/ Nathan R. Soucy

Nathan R. Soucy (BBO # 660914)

**COHN WHITESELL & GOLDBERG LLP**

101 Arch Street, 16th Floor

Boston, MA 02110

(617) 951-2505